

TRANS-PACIFIC AMERICAN FLAG
BERTH OPERATORS AGREEMENT
FMC No. 202-008493-018

Second Revised Page No. 2

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ARTICLE 1 - NAME OF AGREEMENT

The name of this Agreement is the "TRANS-PACIFIC
AMERICAN FLAG BERTH OPERATORS AGREEMENT."

APR 20 1987
FEDERAL MARITIME
COMMISSION
OFFICE OF THE SECRETARY

ARTICLE 2 - PURPOSE OF AGREEMENT

The purpose of this Agreement is to assist American
Flag Berth Operators to establish and maintain efficient,
reliable, stable and economic liner transportation services
in the Trade.

ARTICLE 3 - PARTIES TO AGREEMENT

The parties to this Agreement are the following
American Flag Berth Operators:

AMERICAN PRESIDENT LINES, LTD.
1800 Harrison Street
Oakland, CA 94612

SEA-LAND SERVICE, INC.
P.O. Box 800
Iselin, NJ 08830

Amendment to
FMC Agreement No. 203-008493

WHEREAS, in accordance with Article 7.2 of the
Trans-Pacific American Flag Berth Operators Agreement, United
States Lines, Inc. has given notice of its withdrawal as a
party to the Agreement, effective March 27, 1987;

NOW, THEREFORE, pursuant to Articles 7.2 and 8.1 of
the Agreement, the parties hereby agree to (a) amend and
modify the Agreement, effective March 27, 1987, by deleting
United States Lines, Inc. as a party and (b) authorize the
firm of Morgan, Lewis & Bockius, Washington, D.C., to file
this amendment with the Federal Maritime Commission on their
behalf, and any associated supporting materials as may be
required to effectuate this amendment, including the Second
Revised Page No. 2 attached hereto.

IN WITNESS WHEREOF, the parties have caused this
amendment to be executed by their respective officers or
agents thereunto duly authorized. This amendment may be
executed in counterparts, each of which will constitute an
original hereof.

AMERICAN PRESIDENT LINES, LTD.

BY Dodd W. Fiori
Name: Dodd W. Fiori
Title: Vice President, Pricing and Government
Cargo Services
SEA-LAND SERVICE, INC.

Date
Signed: April 7, 1987

BY _____
Name:
Title:

Date
Signed:

Amendment to
FMC Agreement No. 203-008493

WHEREAS, in accordance with Article 7.2 of the Trans-Pacific American Flag Berth Operators Agreement, United States Lines, Inc. has given notice of its withdrawal as a party to the Agreement, effective March 27, 1987;

NOW, THEREFORE, pursuant to Articles 7.2 and 8.1 of the Agreement, the parties hereby agree to (a) amend and modify the Agreement, effective March 27, 1987, by deleting United States Lines, Inc. as a party and (b) authorize the firm of Morgan, Lewis & Bockius, Washington, D.C., to file this amendment with the Federal Maritime Commission on their behalf, and any associated supporting materials as may be required to effectuate this amendment, including the Second Revised Page No. 2 attached hereto.

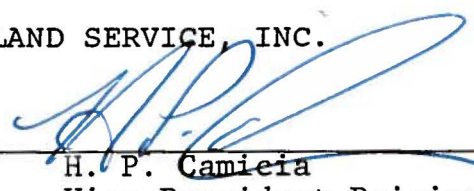
IN WITNESS WHEREOF, the parties have caused this amendment to be executed by their respective officers or agents thereunto duly authorized. This amendment may be executed in counterparts, each of which will constitute an original hereof.

AMERICAN PRESIDENT LINES, LTD.

BY _____
Name:
Title:

Date
Signed:

SEA-LAND SERVICE, INC.

BY 
Name: H. P. Camieia
Title: Vice President-Pricing &
Marketing, Pacific Division

Date
Signed: April 2, 1987

UNITED STATES LINES, INC.

BY 

Name: H. P. Breed, Jr.

Title: Vice President
Pacific Services

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Date: April 6, 1987
Signed:

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FEDERAL MARITIME
COMMISSION
OFFICE OF THE SECRETARY